

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X
In re:	:
Delphi Corporation, et al.	:
Debtors	:
	X

**NOTICE OF TRANSFER OF CLAIM
NOS. 9469 & 9470 PURSUANT TO FRBP RULE 3001(e)(2)**

TO: **APS CLEARING CORPORATION**
(“Assignor”)
Attn: Matthew Hamilton
1301 Capital of Texas Hwy.
Suite No. B-220
Austin, TX 78746

As of February 28, 2007, Assignor’s claims against Debtor in the principal amount of \$1,388,765.71 (the “Claim”) have been transferred to the following Assignee:

JPMorgan Chase Bank, N.A.
270 Park Avenue
New York, NY 10017
Attention: Neelima Veluvolu
Telephone: (212) 270-2150
Facsimile: (646) 792-3855
E-mail: neelima.veluvolu@jpmorgan.com

The Evidence of Transfer of Claims is attached as Exhibit A and the Assignee’s payment instructions are attached as Exhibit B. The Proofs of Claim are attached hereto as Exhibit C. No action is required if you do not object to the transfer of your claim. However, IF YOU **OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN TWENTY (20) DAYS OF THE DATE OF THIS NOTICE, YOU MUST FILE A WRITTEN OBJECTION TO THE TRANSFER:**

Mailing Address:	Physical Address:
United States Bankruptcy Court Southern District of New York Attn: Northwest Airlines Claims Processing One Bowling Green Station, P.O. Box 5005 New York, New York 10274-5005	United States Bankruptcy Court Southern District of New York One Bowling Green New York, NY 10004

**PLEASE SEND A COPY OF YOUR OBJECTION TO THE TRANSFeree AT
THE FOLLOWING ADDRESS:**

JPMorgan Chase Bank, N.A.
270 Park Avenue
New York, NY 10017
Attention: Neelima Veluvolu
Telephone: (212) 270-2150
Facsimile: (646) 792-3855
E-mail: neelima.veluvolu@jpmorgan.com

WITH A COPY TO :

Kirkpatrick & Lockhart Preston Ellis Gates LLP
599 Lexington Avenue
New York, NY 10022
Attention: Steven H. Epstein
Telephone: (212) 536-4830
Facsimile: (212) 536-4001
E-mail : sepstein@klgates.com

**If you file an objection, a hearing will be scheduled. IF YOUR OBJECTION IS NOT
TIMELY FILED, THE ASSIGNEE WILL BE SUBSTITUTED FOR THE ASSIGNOR
ON THE BANKRUPTCY COURT RECORDS AS A CLAIMANT IN THIS
PROCEEDING.**

Dated: March 6, 2007

JPMORGAN CHASE BANK, N.A.

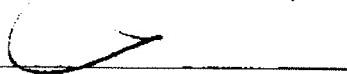
By: 
Name: _____
Title: Andrew Opel
Authorized Signatory

EXHIBIT A

Evidence Of Transfer Of Claim

EXHIBIT A
EVIDENCE OF TRANSFER

TO: THE DEBTOR AND THE BANKRUPTCY COURT

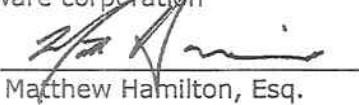
APS Clearing, Inc., with an address at 1301 Capital of Texas Hwy, Suite B-220, Austin, Texas 78746 ("Assignor") transfers and assigns unto JPMorgan Chase Bank, N.A., its successors and assigns ("Assignee"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases¹, of even date herewith (the "Agreement"), all of its right, title and interest in and to (a) those certain proofs of claim, identified on the attached Schedule of Claims, as further identified in each Assignor's duly and timely filed Proof of Claim (the "Proof of Claim") against Delphi Automotive Systems, LLC (the "Debtor"), and (b) those certain scheduled claims, identified on the attached Schedule of Claims, as further listed in Schedule F of the Debtor's Schedules of Assets and Liabilities (the "Scheduled Claim")² filed in the United States Bankruptcy Court, Southern District of New York ("Bankruptcy Court"), jointly administered under Case No. 05-44481.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of February 25, 2007.

ASSIGNOR:

APS CLEARING, INC.
a Delaware corporation

By: 
Name: Matthew Hamilton, Esq.
Title: Managing Director

ASSIGNEE:

JPMORGAN CHASE BANK, N.A.

By: 
Name: Andrew Opel
Title: Authorized Signatory

¹ Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

² The Proof of Claim and the Scheduled Claim are together hereinafter referred to as the "Claims."

EXHIBIT B

Assignee's Payment And Delivery Instructions

Assignee's Payment and Delivery Instructions

Wire:

Name of Bank: **JPMorgan Chase Bank, N.A.**
Routing/Transit/ABA number: **021000021**
Name of Account: **SPS High Yield Loan Trading**
Account Number: **544-7-94742**

EXHIBIT C

Proofs of Claim

EXHIBIT A
EVIDENCE OF TRANSFER

TO: THE DEBTOR AND THE BANKRUPTCY COURT

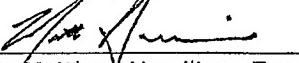
D & R Technology LLC, with an address at 400 East Fullerton Ave., Carol Stream, IL 60188 ("Assignor") transfers and assigns unto APS Clearing, Inc., its successors and assigns ("Assignee"), pursuant to the terms of that certain Purchase and Sale Agreement For Certain Claims In The Chapter 11 Cases¹, of even date herewith (the "Agreement"), all of its right, title and interest in and to (a) those certain proofs of claim, identified on the attached Schedule, as further identified in each Assignor's duly and timely filed Proof of Claim against Delphi Automotive Systems, LLC (the "Debtor"), and (b) that certain Scheduled Claim,² identified on the attached Schedule, as further listed in Schedule F of the Debtor's Schedules of Assets and Liabilities filed in the United States Bankruptcy Court, Southern District of New York ("Bankruptcy Court"), jointly administered under Case No. 05-44481.

Assignor hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing Claims and recognizing the Assignee as the sole owner and holder of the Claims. Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claims, and all payments or distributions of money or property in respect of the Claims, shall be delivered or made to the Assignee.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment to be duly executed as of February 29 2007.
23

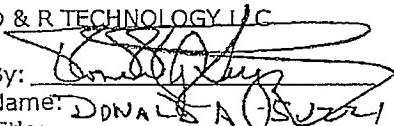
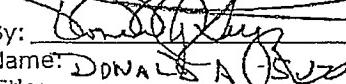
ASSIGNEE:

APS CLEARING, INC.
a Delaware corporation

By: 
Name: Matthew Hamilton, Esq.
Title: Managing Director

1301 S. Capital of Texas Hwy. Ste B-220
Austin, Texas 78746

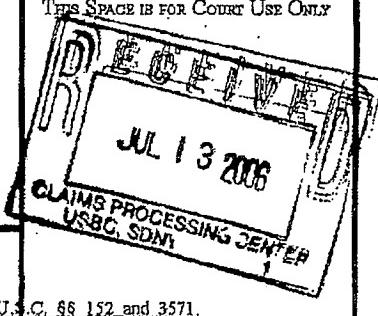
ASSIGNOR:

D & R TECHNOLOGY LLC

By: 
Name: DONALD A. O'SULLIVAN
Title: C.F.O.

400 East Fullerton Ave.
Carol Stream, Illinois 60188

¹ Capitalized terms not otherwise defined herein, have those meaning ascribed to such terms in the Agreement.

² The Proof of Claim and the Scheduled Claim are together hereinafter referred to as the "Claims."

UNITED STATES BANKRUPTCY COURT <u>Southern</u>		DISTRICT OF <u>New York</u>	PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		Case Number 05-44640	The Debtor has listed your claim as Unliquidated and Disputed on Schedule F as a General Unsecured claim in the amount of \$44,673.23. If you believe that you have a claim against the Debtor, you are required to complete and return this form.
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): D & R Technology Llc		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Name and address where notices should be sent: D & R Technology Llc 450 Windy Point Dr Glendale Heights IL 60139 400 FULLERTON CAROL STREAM IL 60188		Master Code: 10407675 Claim #09469 USBC SDNY Delphi Corporation, et al. 05-44481 (RDD) THIS SPACE IS FOR COURT USE ONLY	
Telephone number:			
Account or other number by which creditor identifies debtor: KD 130386357		Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____	
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed RECEIVED <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Lent <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other			
JUL 18 2006 KURTZMAN CARSON			
2. Date debt was incurred: 11/2/05 - to 10/8/05		3. If court judgment, date obtained: * #40,936.77	
4. Total Amount of Claim at Time Case Filed: \$ <u>40,936.77</u> (unsecured) (secured) (priority) (Total)			
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____		7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000),* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).	
Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).	
*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.			
6. Nonpriority Unsecured Claims: \$ <u>40,936.77</u> + \$ 0 <input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.		THIS SPACE IS FOR COURT USE ONLY	
8. Creditors: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.			
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		CLAIMS PROCESSING CENTER USBC SDNY	
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		<small>Date</small> <u>6/29/06</u> <small>Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (and a copy of power of attorney, if any):</small> <u>Donald A. Suzuki/CFO</u> <small>Penalty for presenting a fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small>	
<small>0544640060418151717017786</small>			

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UNITED STATES BANKRUPTCY COURT <u>Southern</u>		DISTRICT OF <u>New York</u>	PROOF OF CLAIM
Name of Debtor Delphi Automotive Systems LLC		Case Number 05-44640	The Debtor has listed your claim as Unliquidated and Disputed on Schedule F as a General Unsecured claim in the amount of \$1,189,544.33. If you believe that you have a claim against the Debtor, you are required to complete and return this form.
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.			
Name of Creditor (The person or other entity to whom the debtor owes money or property): D & R Technology Llc	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.		Master Code: 10397381 Claim #09470 USBC SDNY Delphi Corporation, et al. THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent: D & R Technology Llc 450 Windy Point Dr Glendale Heights IL 60132 400 FULLERTON CAROL STREAM IL 60188			
Telephone number:			
Account or other number by which creditor identifies debtor: XX36424988	Check here <input type="checkbox"/> replaces if this claim <input type="checkbox"/> amends a previously filed claim, dated: _____		
1. Basis for Claim <input checked="" type="checkbox"/> Goods Sold / Services Performed <input type="checkbox"/> Customer Claim <input type="checkbox"/> Taxes <input type="checkbox"/> Money Lent <input type="checkbox"/> Personal Injury <input type="checkbox"/> Other _____	RECEIVED JUL 18 2006 KURTZMAN CARSON <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last four digits of SS #: _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2. Date debt was incurred: 1/1/04 To 10/8/05	3. If court judgment, date obtained:		
4. Total Amount of Claim at Time Case Filed: \$ <u>1,347,828.94</u> (unsecured) (secured) (priority) (Total) <u>1,347,828.94</u>			
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.			
5. Secured Claim. <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim, if any: \$ _____	7. Unsecured Priority Claim. <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000)* earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(b)(4). <input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6). <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).		
<small>*Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8</small>			
8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.	THIS SPACE IS FOR COURT USE ONLY		
9. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.			
10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim			
Date 6/29/06	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): Donald A. Suzuki, CFO		THIS SPACE IS FOR COURT USE ONLY
Penalty for presenting fraudulent claims: Fine of up to \$100,000 or imprisonment for up to 5 years, or both. 18 U.S.C. 68, 152 and 3571.			
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